

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

January 5, 1999

In Re: :
:
APPLICATION OF ELECTRIC :
POWER BOARD OF CHATTANOOGA :
FOR A CERTIFICATE OF PUBLIC : DOCKET NO. 97-07488
CONVENIENCE AND NECESSITY :
TO PROVIDE INTRASTATE :
TELECOMMUNICATIONS SERVICES :
:

PROTECTIVE ORDER

At the hearing on October 13, 1998, the following documents were designated to be filed with the Tennessee Regulatory Authority under seal and subject to this protective order:

- (a) The financial statements of Globe Telecommunications, Inc.;
- (b) The financial statements of ITC Holding, Inc.;
- (c) The contract between Globe Telecommunications, Inc. and the Electric Power Board of Chattanooga;
- (d) The contract between Competitive Communications Group, LLC and the Electric Power Board of Chattanooga.

The foregoing documents shall be referred to as the "CONFIDENTIAL DOCUMENTS".

The TRA accordingly hereby orders that:

1. All summaries, notes, extracts, compilations or other direct or indirect reproduction from or of the CONFIDENTIAL DOCUMENTS shall be entitled to protection under this Order. The CONFIDENTIAL DOCUMENTS shall be marked CONFIDENTIAL on the first page or cover.

2. Any individual or company subject to this Order including persons reviewing the CONFIDENTIAL DOCUMENTS shall act in good faith in discharging their obligations hereunder.

3. The CONFIDENTIAL DOCUMENTS shall be disclosed only to the following persons:

- (a) TRA directors and members of the staff of TRA.

- (b) Counsel of Record for the parties participating or whose appearance was noted in the October 13, 1998 hearing and associates, secretaries and paralegals actively engaged in assisting said Counsel of Record;
- (c) In House Counsel for the parties; and
- (d) Officers, directors, employees, or outside consultants of those parties participating in the October 13, 1998 hearing or whose appearance was noted, including employees of the Consumer Advocate Division and the Office of the Attorney General, provided those persons are directly and specifically consulted or involved in this docket and provided further that the CONFIDENTIAL DOCUMENTS shall be shown only to those persons having a need to know.

Under no circumstances shall the CONFIDENTIAL DOCUMENTS be disclosed to or discussed with anyone that is associated with the marketing of products, goods or services in competition with the Electric Power Board of Chattanooga, Globe Telecommunications, Inc. or ITC Holding, Inc.

4. Prior to disclosure of the CONFIDENTIAL DOCUMENTS to any member of the TRA staff, employee, officer or director of the parties, including any employee of the Consumer Advocate Division or the Office of the Attorney General, counsel representing the party who is to receive the confidential information will provide a copy of this Order to the staff member, employee, officer or director, who shall be bound by the terms of this Order. Prior to disclosure of the CONFIDENTIAL DOCUMENTS to any outside consultant or expert employed or retained by a party, counsel shall provide a copy of this Order to the outside consultant or expert who shall sign an affidavit in the form of that attached to this Order attesting that he or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order and that he or she understands that unauthorized disclosure of the CONFIDENTIAL DOCUMENTS constitutes a violation of this Order. This affidavit shall be signed in the presence of and notarized by a notary public. Counsel of Record for each party shall provide the counsel for the Electric Power Board with a copy of each affidavit and shall keep the original as executed by the parties experts or consultants on file at the offices of said Counsel of Record.

5. Any papers filed in this proceeding that contain, paraphrase, compile or otherwise disclose documents covered by the terms of this Order, or any information contained therein shall be filed and maintained with the Executive Secretary of the TRA in sealed envelopes marked "CONFIDENTIAL" and labeled to reflect the style of this proceeding, the docket number and the contents of the

envelope sufficient to identify the subject matter in this Protective Order. The envelope shall be maintained in a locked filing cabinet. The envelope shall not be opened or their contents reviewed by anyone except upon order of the TRA or Pre-Hearing Officer after due notice to Counsel of Record. Notwithstanding the foregoing, the Directors and the Staff of the TRA may review any paper filed as CONFIDENTIAL without obtaining an order of the TRA or Pre-Hearing Officer, provided the Directors and Staff maintain the confidentiality of the paper in accordance with the terms of this Order.

6. Except for documents filed with the Executive Secretary of the TRA, all documents covered by terms of this Order that are disclosed to a requesting party shall be maintained separately in files marked "CONFIDENTIAL" and labeled with reference to this Order at the offices of the requesting party's Counsel of Record.

7. Nothing in this Order is intended to limit or expand the statutory authority of the Attorney General or the Consumer Advocate Division as expressed in T.C.A. § 10-7-504(a) titled *Confidential Records*, and T.C.A. § 65-4-118 titled *Consumer Advocate Division*; nor limit or expand the rights of any person under T.C.A. § 10-7-503, et seq., titled *Records open to public inspection--Exceptions*.

8. No person authorized under the terms herein to receive access to documents, information or testimony designated as CONFIDENTIAL shall be granted access until such person has complied with the requirements set forth in paragraph 4 of this Order.

9. Any person to whom disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

10. Upon an Order becoming final in this proceeding or any appeals resulting from such an Order, all the filings, exhibits and other materials and information designated confidential and all copies thereof shall be returned to counsel for the Electric Power Board within fifteen (15) days or counsel in possession of the filings, exhibits, and other materials shall certify to counsel for the Electric Power Board that all the filings, exhibits and other materials, plus all copies or extracts from the filings, exhibits and the other materials thereof have been destroyed. Notwithstanding the above provision, the maintenance or return of documents in the possession of the Consumer Advocate Division shall be in accord with applicable state law.

11. After termination of this proceeding, the provisions of this Order relating to the secrecy and confidential nature of the CONFIDENTIAL DOCUMENTS, information and testimony shall continue to be binding upon parties herein and their officers, employers, employees, agents, and/or others for five years unless this Order is vacated or modified.

12. Nothing herein shall prevent entry of a subsequent order, upon an appropriate showing, requiring that any documents, information or testimony designated as CONFIDENTIAL shall receive protection other than that provided herein.

13. That any party aggrieved with the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within ten (10) days from and after the date of this Order.

14. That any party aggrieved with the Authority's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.



DIRECTOR



DIRECTOR



DIRECTOR

ATTEST:



EXECUTIVE SECRETARY

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AFFIDAVIT

STATE OF TENNESSEE)
County of _____)

Comes now _____, after
being duly sworn and says that (he/she) is representing
_____, and who is seeking access to
certain Confidential Information held under a Protective Order in
this cause, dated _____, 1998. The said
deponent further states that a copy of the Protective Order has
been provided to the deponent and having read the Order understands
the terms and provisions thereof and shall be bound thereby.

Deponent further declares that any unauthorized disclosure of
the Confidential Information will be treated as a violation of that
Order.

Executed this _____ day of _____, 1998.

Sworn to and subscribed before me
this _____ day of _____, 1998.

Notary Public

My Commission Expires: _____

84906.03

AGREED AND APPROVED:


Patrick W. Turner
BellSouth Communications, Inc.
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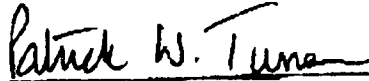
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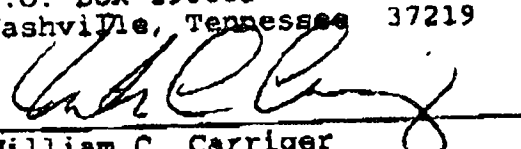
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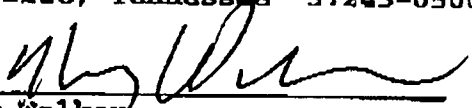
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